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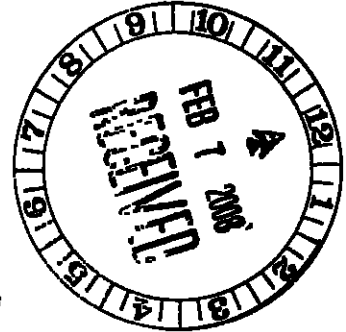
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February 7, 2008

VIA HAND DELIVERY

The Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20420-00001

ENTERED
Office of Proceedings
FEB 7 - 2008
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Public Record



35081

Re Finance Docket No. ~~38501~~ *Canadian Pacific Railway Company, et al*
– *Control – Dakota, Minnesota & Eastern Railroad Corp., et al*

Dear Secretary Quinlan

Enclosed for filing in the above-referenced proceeding are the original and ten copies of “Exhibit A, Undertaking – Confidential Material” and “Exhibit B, Undertaking – Highly Confidential Material” for the undersigned, in accordance with the Board’s September 21, 2007 Protective Order Decision.

Also enclosed is an additional copy for time stamping and return via courier.

Respectfully submitted,

Michael F. McBride
Attorney for Edison Electric Institute

Enclosures

cc All Parties of Record

Exhibit A**UNDERTAKING – CONFIDENTIAL MATERIAL**

I, Michael F. McBride, have read the Protective Order served on September 21, 2007, governing the production and use of Confidential Information and Confidential Documents concerning STB Finance Docket No. 35081, understand the same, and agree to be bound by its terms. I agree not to use or to permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Finance Docket No. 35081, any related proceedings before the Surface Transportation Board (Board), and/or any judicial review proceedings in connection with STB Finance Docket No. 35081 and/or with any related proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the Protective Order except to persons who are also bound by the terms of the Order and who have executed Undertakings in the form hereof, and that, at the conclusion of this proceeding (including any proceeding on administrative review, judicial review, or remand), I will promptly destroy any documents containing or reflecting materials designated or stamped as "CONFIDENTIAL," other than file copies, kept by outside counsel, of pleadings and other documents filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that Applicants or other parties producing Confidential Information or Confidential Documents shall be entitled to specific performance and injunctive and/or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Signed Michael F. McBride

Affiliation Dewey & LeBocuf LLP

Dated February 7, 2008

Exhibit B**UNDERTAKING – HIGHLY CONFIDENTIAL MATERIAL**

I, Michael F. McBride, am outside [counsel][consultant] for Edison Electric Institute, for whom I am acting in this proceeding. I have read the Protective Order served on September 21, 2007, governing the production and use of Confidential Information and Confidential Documents concerning STB Finance Docket No 35081, understand the same, and agree to be bound by its terms. I agree not to use or to permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Finance Docket No 35081, any related proceedings before the Surface Transportation Board (Board), or any judicial review proceedings in connection with STB Finance Docket No 35081 and/or with any related proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the Protective Order except to persons who are also bound by the terms of the Order and who have executed Highly Confidential Undertakings in the form hereof.

I also understand and agree, as a condition precedent to my receiving, reviewing, or using copies of any information or documents designated or stamped as "HIGHLY CONFIDENTIAL," that I will take all necessary steps to ensure that said information or documents be kept on a confidential basis by any outside counsel or outside consultants working with me, that under no circumstances will I permit access to said materials or information by employees of my client or its subsidiaries, affiliates, or owners, and that, at the conclusion of this proceeding (including any proceeding on administrative review, judicial review, or remand), I will promptly destroy any documents containing or reflecting information or documents designated or stamped as "HIGHLY CONFIDENTIAL," other than file copies kept by outside counsel of pleadings and other documents filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that Applicants or other parties producing Confidential Information or Confidential Documents shall be entitled to specific performance and injunctive and/or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Signed Michael F. McBride
OUTSIDE [COUNSEL] [CONSULTANT]

Dated February 7, 2008

SURFACE TRANSPORTATION BOARD

STB Finance Docket No 35081

**CANADIAN PACIFIC RAILWAY COMPANY, ET AL – CONTROL – DAKOTA,
MINNESOTA & EASTERN RAILROAD CORP, ET AL**

CERTIFICATE OF SERVICE

I hereby certify that I have served this 7th day of February 2008, one copy each of the foregoing “Exhibit A, Undertaking – Confidential Material” and “Exhibit B, Undertaking – Highly Confidential Material” by first-class mail, postage prepaid upon all parties of record in these proceedings or by more expeditious means of delivery


Michael F McBride